

Division of Corporations

P99000010467

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000021026 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)922-4000

From: Account Name : STEPHEN F. GOLDENBERG, P.A.  
Account Number : 076060003657  
Phone : (954)523-2626  
Fax Number : (954)523-5306

99 OCT - 1 AM 9:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 OCT - 4 AM 8:08  
DIVISION OF CORPORATIONS

DISSOLUTION

CLUB WALLSTREET, INC.

Certificate of Status	0
Certified Copy	1
Page Count	6
Estimated Charge	\$43.75

VOID DIS  
DEC  
10-4

10-01-99 17:05 LAW OFFICES  
(850)487-6013 09/30/99 12:18 Fl Dept of State

ID=954 523 5306  
p1 /1

P.01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

*To  
John  
Subson*

September 30, 1999

CLUB WALLSTREET, INC.  
3460 FAIRLANE FARMS ROAD, SUITE 4  
WELLINGTON, FL 33414

SUBJECT: CLUB WALLSTREET, INC.  
REF: P99000010467

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000021026  
Letter Number: 299A00047682

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

09-29-99 16:38  
(850)487-6013

LAW OFFICES  
08/25/99 11:28 Fl Dept of State

ID=954 523 5366  
pl 71

P.04



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 25, 1999

CLUB WALLSTREET, INC.  
3460 FAIRLANE FARMS ROAD, SUITE 4  
WELLINGTON, FL 33414

SUBJECT: CLUB WALLSTREET, INC.  
REF: P99000010467

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

WHEN STATED THAT THE RESOLUTION IS ATTACHED, AS IS IN THIS DOCUMENT, IT MUST BE ATTACHED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H99000021026  
Letter Number: 599A00042603

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NUMBER:H99000021026 2

ARTICLES OF DISSOLUTION

- 1. The name of the Corporation is ClubWallstreet, Inc.
- 2. The names and respective addresses of its officers are:  
     RICHARD J. FICARELLI- President  
     JOHN J. HOWARD- Vice-President and Secretary
- 3. The names and respective addresses of its directors are:

JOHN J. HOWARD  
RICHARD J. FICARELLI

4. All debts, obligations and liabilities of the Corporation have been paid, discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any court for which no provisions have been made.

A copy of the Resolution to Dissolve is attached. That Resolution was adopted by the shareholders of the Corporation on the 23rd day of August, 1999.

Richard J. Ficarelli, President

John J. Howard, Secretary

FILED  
99 OCT - 1 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33394  
(954) 523-2626  
F.B.N. 151293  
FAX AUDIT NUMBER:H99000021026 2

~~CLUB~~WALLSTREET, INC.  
3460 FAIRLANE FARMS ROAD, SUITE 4  
WELLINGTON, FLORIDA, 33414

ACTION BY BOARD OF DIRECTORS  
AND  
SHAREHOLDERS WITHOUT A MEETING

On the 23rd day of August, 1999, all Directors and all Shareholders of CLUBWALLSTREET, INC. adopted the following Resolutions, without a meeting:

RESOLVED, that in the judgment of the Board of Directors and Shareholders of this Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved according to state law as the initial purposes of this Corporation have been fulfilled.

RESOLVED, that effective as of this date, a plan of liquidation be and it is hereby formulated to affect such liquidation and dissolution in accordance with the following resolutions;

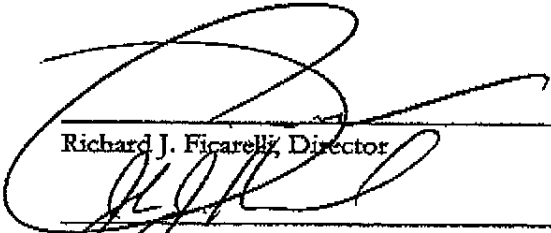
RESOLVED, that the proper officers of the Corporation be and they hereby are; authorized to distribute any and all properties of the Corporation to the shareholders of the Corporation pursuant to Section 337 of the Internal Revenue Code of 1954.

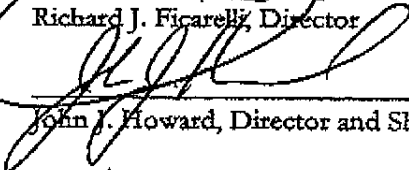
RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to file a Certificate of Dissolution pursuant to the laws of the State of Florida.


RESOLVED, that the actions provided for in the foregoing Resolution providing for complete liquidation and distribution of its assets be commenced as soon as is practical, and that such assets be distribution and dissolution be completed within a period not exceeding twelve (12) months from this date.

~~MEMBER H99000021026 2~~ Providing for the all proper debts of the Corporation, the remaining assets of the Corporation be distributed to all the Shareholders of the Corporation;

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to pay all such fees and taxes due, or cause to be done such other acts and things as they may deem necessary and proper in order to carry out the liquidation and dissolution of the Corporation, and to fully effectuate the purposes of the foregoing Resolutions.

  
Richard J. Ficarella, Director

  
John J. Howard, Director and Shareholder

  
Karen Ficarella, Shareholder